

# **Exhibit 22**

**Excerpts from the Feb. 28, 2018**

**Rule 30(b)(6) Deposition of  
TierPoint (Denny Heaberlin)**

**REDACTED**

UNITED STATES DISTRICT COURT  
DISTRICT OF NEVADA

RIMINI STREET, INC., a :  
Nevada corporation, :  
 :  
Plaintiff, :  
 : CASE NO.  
vs. : 2:14-cv-01699-LRH-CWH  
 :  
ORACLE AMERICA, INC., a :  
Delaware corporation; and :  
ORACLE INTERNATIONAL :  
CORPORATION, a California :  
corporation, :  
 :  
Defendants. :

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(Caption continued on Page 2)

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VIDEOTAPED 30(b)(6) DEPOSITION OF TIERPOINT, LLC,  
through its designated representative,  
DENNY HEABERLIN

DATE TAKEN: February 28, 2018  
TIME BEGAN: 11:00 a.m.  
TIME ENDED: 1:02 p.m.

LOCATION: Regus - Charleston

4000 South Faber Place Drive  
Suite 300  
North Charleston, SC

REPORTED BY:

Marie H. Bruegger, RPR, CRR

Job No. 2833086

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[REDACTED]

Q What is colocation?

A Colocation is where you take space, power, and network connectivity within one of our data centers or a service provider's data centers.

Q Is the space that the customer takes in the data center dedicated to the single customer?

A In what capacity, in colocation?

Q Yes.

A In colocation, you essentially either buy a physical 42U cabinet, multiple physical 42U cabinets, or you buy an amount of square footage that's enclosed in a cage.

Q Whether a cabinet or a cage, is it the case that the physical space is dedicated to the colocation customer?

A Yes.

Q Do you have an understanding whether that is in the nature of a lease?

A I'm sorry?

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Q Do you have an understanding as to whether the customer leases the physical space in a colocation agreement?

A I don't.

MR. REILLY: I'm going to object to that, object to form.

THE WITNESS: I don't.

BY MR. RODRIGUEZ:

[REDACTED]

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[REDACTED]  
(Exhibit 2202, Master Services Agreement [TIERPOINT2-SUB 5-10], was marked for identification.)

BY MR. RODRIGUEZ:

Q The court reporter has placed before you Exhibit 2202. Mr. Heaberlin, please take a moment to review Exhibit 2202, and let me know if you have an understanding of what this document is.

A I do.

Q What is it?

A It's the MSA for Windstream Hosted Solutions within a given period of time.

Q Looking at the bottom left of the first page, it says review -- I'm sorry, it says, "Rev 7-10." Do you have an understanding of what 7-10 means?

A I don't. I mean, they made changes periodically, and I'm not as familiar with the ins and outs of the document to be able to understand what the differences are.

Q I'd like you to turn to the second page. It ends in TIERPOINT2-SUB, a lot of zeroes, and then six.

A Yes, sir.

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Q Paragraph (g), it's titled Equipment. Would you please read into the record the second sentence?

A "For cloud services, customer's servers will be virtual servers that run on physical servers which may host virtual servers for other company customers."

Q Does that describe a multitenant relationship?

A Yes.

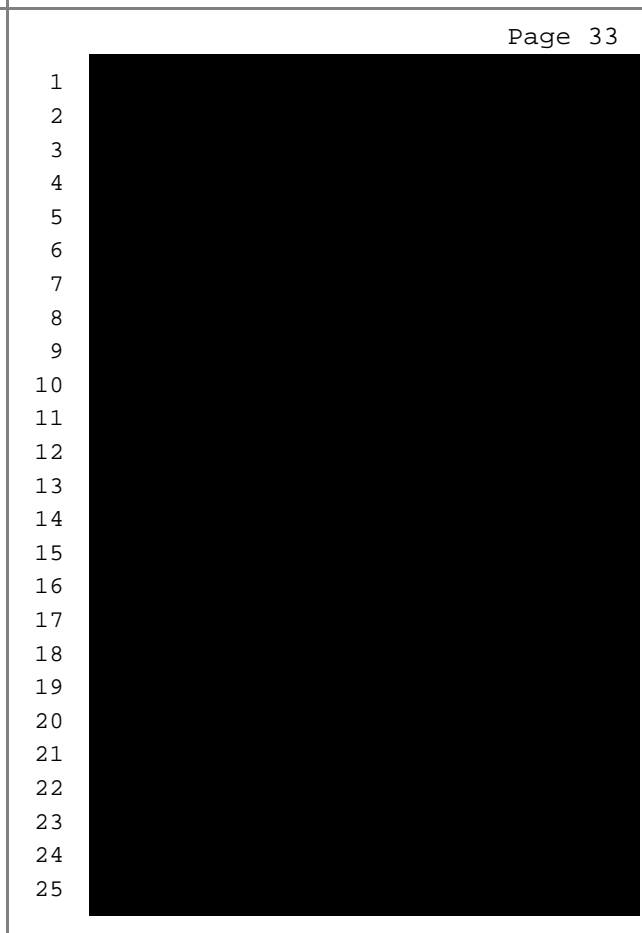
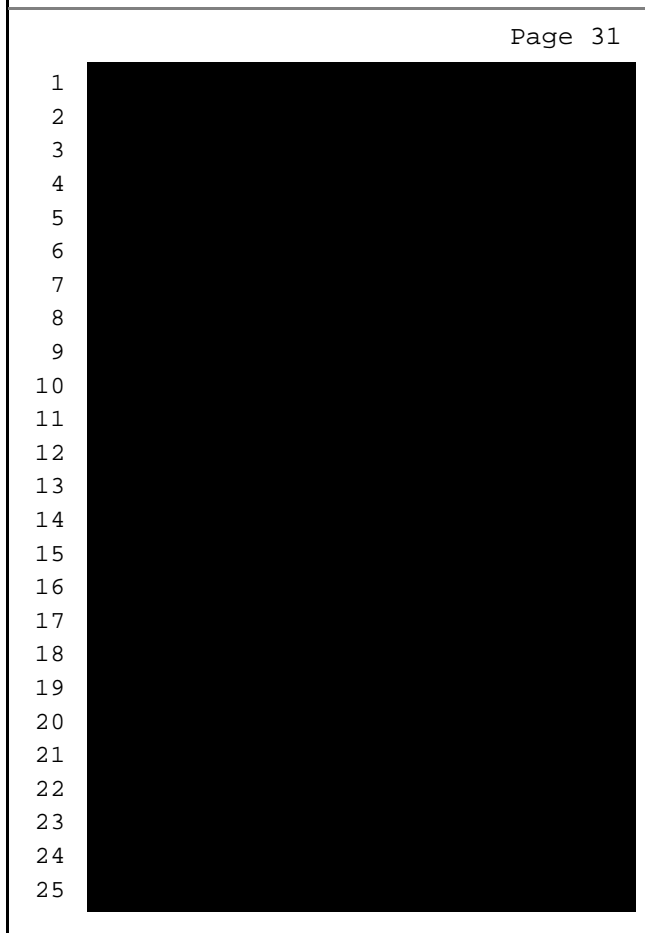
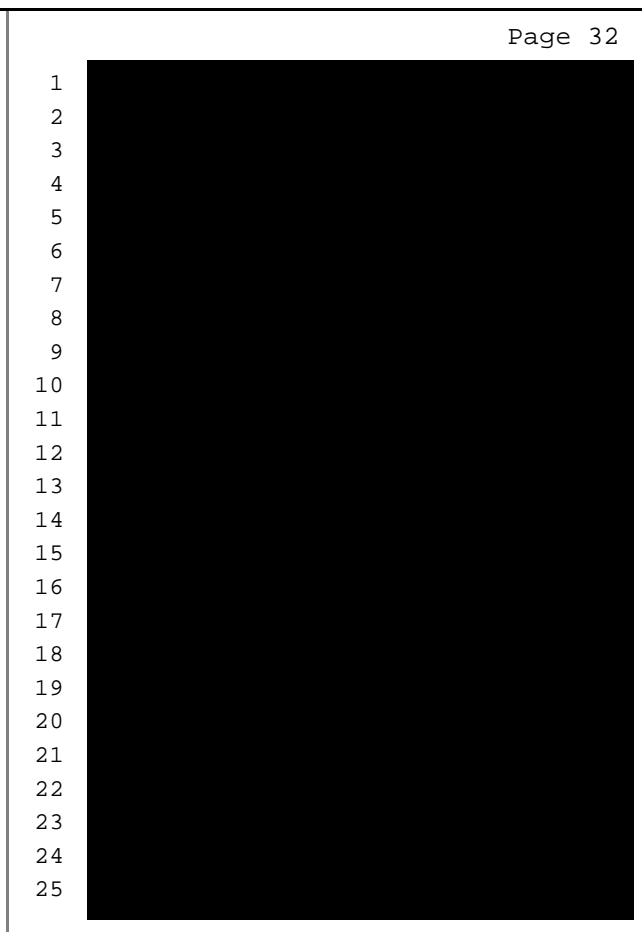
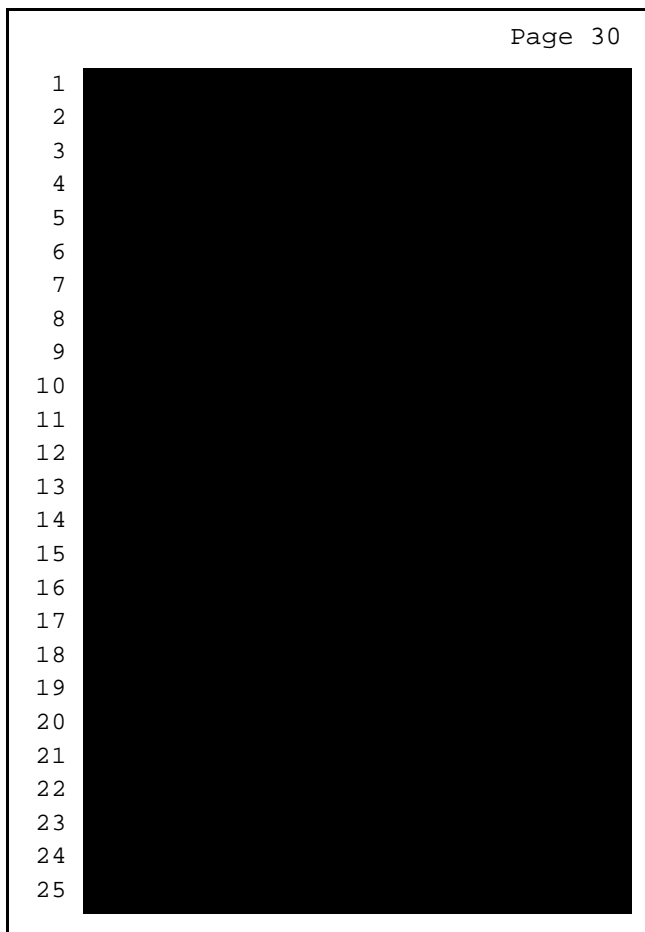
(Exhibit 2203, Addendum to Master Services Agreement [TIERPOINT2-SUB 11-12], was marked for identification.)

BY MR. RODRIGUEZ:

Q The court reporter has marked Exhibit 2203. It's a document titled Addendum to Windstream Master Services Agreement. Mr. Heaberlin, do you recognize Exhibit 2203?

A I do not directly recognize it. Addendums could be different for different agreements, and so I'm not sure exactly which one this is.

[REDACTED]



1 [REDACTED]  
2 [REDACTED]  
3 [REDACTED]  
4 Q A few lines above Installation POC,  
5 there's a line that says, "Location." It says,  
6 "Charlotte 1, NC." What is Charlotte 1, NC?  
7 A Charlotte 1 is the name designation for  
8 one of the data centers in Charlotte, North  
9 Carolina.  
10 Q Charlotte 1 is a physical location in  
11 North Carolina?  
12 A Yes, sir.  
13 Q Where is it located?  
14 A It's located on Rose Lake Drive in  
15 Charlotte.  
16 Q How long has Charlotte 1 been located at  
17 Rose Lake Drive?  
18 A To the best of my ability, I would say  
19 2014.  
20 Q Does Charlotte 1 --  
21 A I'm sorry. Wait. 2011. I'm sorry.  
22 Q Does Charlotte 1 continue to operate  
23 today as a TierPoint facility?  
24 A Yes, sir.  
25 Q Does Exhibit 2011 refer to a multitenant

1 or a colocation service?  
2 A Multitenant.  
3 Q I see under the first item, it says,  
4 "Custom dedicated HP hardware, HPDL 160 server."  
5 Did I get that right?  
6 A That's correct.  
7 Q What does that mean?  
8 A It's a specific configuration of a  
9 Hewlett-Packard in-rack server.  
10 Q Does that mean that the services provided  
11 under this sales order are provided on a particular  
12 computer?  
13 A So there's multiple delivery models for  
14 the services in this sales order. One model is the  
15 multitenant cloud, one model is a server that has  
16 some kind of specific need to be broken out as a  
17 physical server outside of the multitenant  
18 environment.  
19 Q Let's start with that physical server  
20 that's broken out of the multitenant environment.  
21 Which line item is that?  
22 A The first line item on the sales order,  
23 the one that states, "HP Hardware - Custom."  
24 Q Would that piece of HP hardware be a  
25 particular machine that's identifiable?

1 A Yes.  
2 Q Is that particular machine specific to  
3 the customer identified in the sales order?  
4 A Yes.  
5 Q Who owns that machine?  
6 A So I'm not -- I'm not sure exact -- I  
7 don't recall exactly who owns this one. I would  
8 say that TierPoint, one of their business models is  
9 to deliver infrastructure as a service back on a  
10 monthly recurring model, so that basically means  
11 that TierPoint would procure the asset and then  
12 deliver it back as a service.  
13 Q Do you have an understanding as to  
14 whether TierPoint retains ownership of that  
15 hardware?  
16 A I don't know.  
17 Q What happens if a customer stops paying  
18 the monthly service fee for that piece of hardware?  
19 A Then they would be notified. Again, I'm  
20 thinking back when I was in sales. They would be  
21 notified by our financial team, "Hey, you need to  
22 square up on this." If not, we would deprovision  
23 the environment.  
24 Q What happens when an environment is  
25 deprovisioned in this custom dedicated hardware

1 scenario?  
2 A They physically unplug it and pull the  
3 chassis out of the cabinet. Essentially, the  
4 architecture no longer exists for that client.  
5 Q What happens to that chassis once it's  
6 pulled out of the cabinet?  
7 A I have no idea.  
8 Q Do you know if it's sent back to the  
9 customer?  
10 A I have no idea.  
11 Q Can you tell if this sales order is an  
12 initial sales order for the client?  
13 A I would say that it appears to be that  
14 way because there's no negative line items removing  
15 some level of services and then replacing them with  
16 this one.  
17 Q I also see a Note column, and at least  
18 all the entries on the first page say, "New  
19 Service," correct?  
20 A Yes.  
21 Q Do you have an understanding of  
22 approximately how much an HPDL 169 (sic) server  
23 costs if you were to purchase it?  
24 A Three grand.  
25 Q Does the sales order look like it

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1 involves the sale of an HP 169 server?

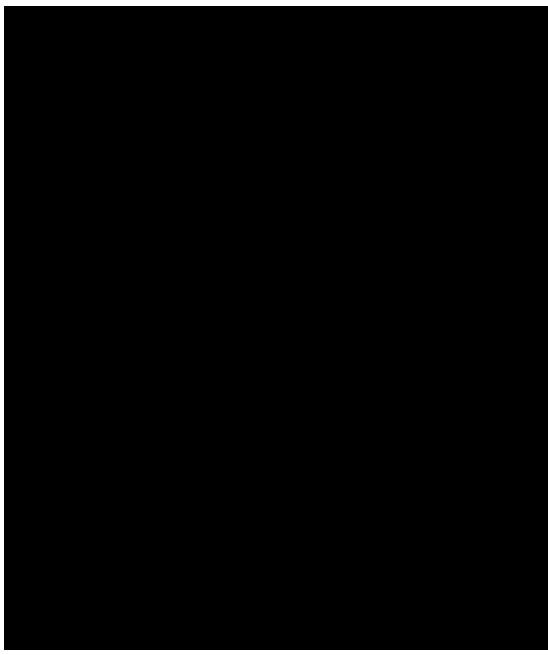
2 A No.

3 (Exhibit 2212, 9/16/13 Sales Order

4 [TIERPOINT2-SUB129-132], was marked for

5 identification.)

6 BY MR. RODRIGUEZ:

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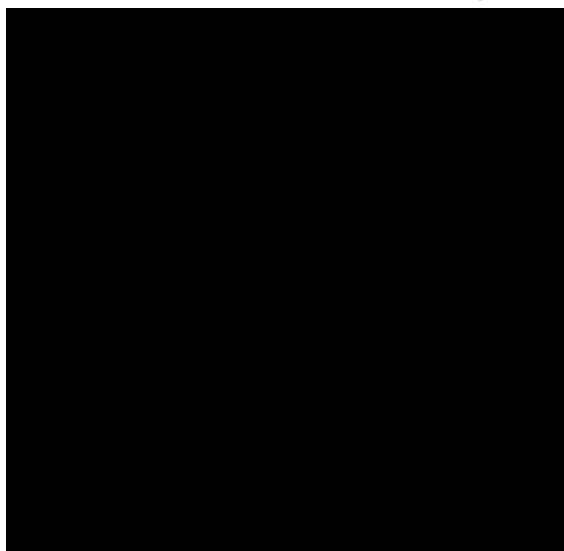
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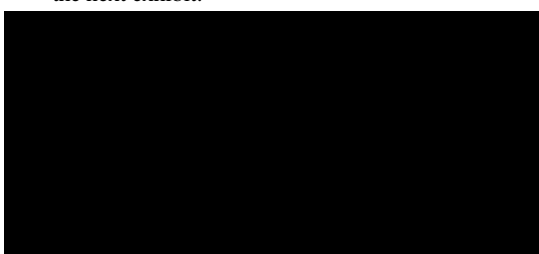
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17 MR. RODRIGUEZ: Let's go ahead and mark

18 the next exhibit.

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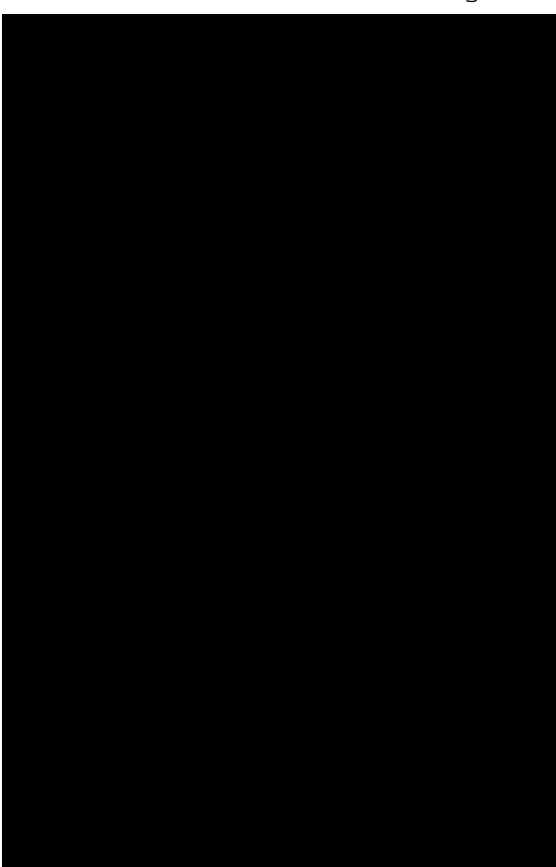
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<p style="text-align: right;">Page 54</p> <div style="background-color: black; width: 100%; height: 100%;"></div>	<p style="text-align: right;">Page 56</p> <div style="background-color: black; width: 100%; height: 100%;"></div>
<p style="text-align: right;">Page 55</p> <div style="background-color: black; width: 100%; height: 100%;"></div>	<p style="text-align: right;">Page 57</p> <div style="background-color: black; width: 100%; height: 100%;"></div> <p>Q I'm going to return to Exhibit 2227. Exhibit 2227 was produced at Bates TIERPOINT2-SUB109.</p> <p>Mr. Heaberlin, do you have an understanding of what Exhibit 2227 is?</p> <p>You know what, strike that. I already marked that exhibit with a different number on it. We'll just strike 2227.</p> <p>Mr. Heaberlin, thanks very much for your time. I have no further questions pending questioning from Mr. Reilly.</p> <p>A Thank you.</p> <p style="text-align: center;">EXAMINATION</p> <p>BY MR. REILLY:</p> <p>Q Mr. Heaberlin, I introduced myself before the deposition. My name is John Reilly, and I represent Rimini Street. Just a few follow-up questions, sir.</p> <p>A Sure.</p> <p>Q In preparing for today's deposition, did</p>

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1 you have any contact with any representative,  
2 including any lawyer, for Oracle?

3 A No.

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15 MR. RODRIGUEZ: Same objections.

16 BY MR. REILLY:

17 Q Does Rimini Street own TierPoint or have  
18 any ownership interest in the company, to your  
19 knowledge?

20 A Not that I'm aware of.

21 Q Did it have any ownership interest in  
22 Windstream?

23 A Not that I'm aware of.

24 Q How about Hosted Solutions?

25 A Not that I'm aware of.

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1 Q You were asked a series of questions  
2 about colocation services. Can you just describe  
3 what those are again?

4 A Sure. Colocation is when a service  
5 provider builds a data center or multiple data  
6 centers, and their end clients come in, and instead  
7 of building their own facilities and staffing to  
8 manage those facilities, they simply take a certain  
9 amount of space, power, and network bandwidth and  
10 then house their own IT infrastructure within that  
11 given space.

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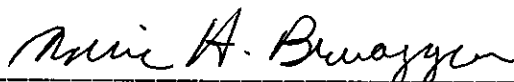


CERTIFICATE OF REPORTER

I, Marie H. Bruegger, Registered Professional Reporter, Certified Realtime Reporter, and Notary Public for the State of South Carolina at Large, do hereby certify that the foregoing transcript is a true, accurate, and complete record.

I further certify that I am neither related to nor counsel for any party to the cause pending or interested in the events thereof.

Witness my hand, I have hereunto affixed my official seal this 6th day of March, 2018, at Charleston, Charleston County, South Carolina.



Marie H. Bruegger

Registered Professional Reporter, CCR

My commission expires: April 18, 2021